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What is claimed is:

1. A compound of formula (I):

$$R^{10}$$
 X A (I)

or a pharmaceutically acceptable salt, solvate, or derivative thereof, wherein:

X is a C_{1-5} alkylene chain, wherein said X is optionally substituted by one or more =O, =S, -S(O)_t-, alkyl, or halogen and wherein said C_{1-5} alkylene chain may optionally have 0-3 heteroatoms selected from oxygen, phosphorus, sulfur, or nitrogen;

Ring A is a saturated, partially saturated or aromatic 3-7 monocyclic or 8-10 membered bicyclic ring having one ring nitrogen and 0-4 additional heteroatoms selected from oxygen, phosphorus, sulfur, or nitrogen;

R¹ is selected from the group consisting of

(a) a saturated, partially saturated, or aromatic 4-7 monocyclic or 8-10 membered bicyclic ring having one ring nitrogen and 0-4 additional heteroatoms selected from oxygen, phosphorus, sulfur, or nitrogen, optionally attached through a C₁₋₈ alkylene chain, and optionally substituted by one or more R⁸;

(b)

(c)

(d)

w is 1 or 2;

each R^2 is independently selected from the group consisting of $-OR^0$, $-C(O)-R^0$, $-S(O)_2-R^0$, $-C(O)-N(R^0)_2$, $-S(O)_2-N(R^0)_2$, $-(CH_2)_a-N(R^0)(-V_b-R^+)$, $-(CH_2)_a-(-V_b-R^+)$, halogen, alkyl optionally substituted by one or more R^7 , alkenyl optionally substituted by one or more R^7 , alkynyl optionally substituted by one or more R^7 , aryl optionally substituted by one or more R^8 , heteroaryl optionally substituted by one or more R^8 , and heterocyclyl optionally substituted by one or more R^8 ; and two adjacent R^2 s on Ring A are optionally taken together to form a fused, saturated, partially saturated or aromatic 5-6 membered ring having 0-3 heteroatoms selected from oxygen, phosphorus, sulfur, or nitrogen; or two geminal R^2 s are optionally taken together to form a spiro, saturated, partially saturated or aromatic 5-6 membered ring having 0-3 heteroatoms selected from oxygen, said fused or spiro ring being optionally substituted by one or more R^8 :

each a independently is 0-3; each b independently is 0 or 1; V is -C(O)-, -C(O)O-, -S(O)₂-, or -C(O)-N(R⁰)-;

R⁺ is alkyl, cycloalkyl, aralkyl, aryl, heteroaryl, heteroaralkyl, or heterocyclyl, wherein said R⁺ is optionally substituted by one or more R⁸;

d is 0-3 m is 0 or 1; n is 0-5;

 R^3 is H, $-N(R^0)_2$, $-N(R^0)C(O)R^0$, -CN, halogen, CF_3 , alkyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-8}-N(R^0)SO_2(R^0)$, alkenyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-8}-N(R^0)SO_2(R^0)$, alkynyl optionally substituted by one or more groups selected from R^7 or -S-aryl optionally substituted by $-(CH_2)_{1-8}-N(R^0)SO_2(R^0)$, cycloalkyl or carbocyclyl optionally substituted by one or

more R⁸, aryl optionally substituted by one or more R⁶, heteroaryl optionally substituted by one or more R⁶, or heterocyclyl optionally substituted by one or more R⁸;

Y is alkyl, alkenyl, alkynyl, $-(CR^4R^5)_{p^-}$, -C(O)-, -C(O)C(O)-, -C(S)-, -O- $(CH_2)_{0\cdot4}$ -C(O)-, $-(CH_2)_{0\cdot4}$ -C(O)-O-, $-N(R^0)$ -C(O)-, -C(O)-N(R^0)-, $-N(R^0)$ -C(S)-, $-S(O)_{t^-}$, -O-C(=N-CN)-, -O-C(=N-CN)-, -C(=N-CN)-O-, -C(=N-CN)-S-, -C(=N-CN)-S-, -C(=N-CN)-, -C(=N-CN)-, $-N(R^0)$ -C(=N-C(O)- R^0], $-N(R^0)$ -C(=N-C(O)-, $-N(R^0)$ -C(=N-C(O)-, or -C(=N-C(O)-, each R^4 is independently H or alkyl optionally substituted by R^7 , alkenyl optionally substituted by R^7 , or alkynyl optionally substituted by R^7 ; each R^5 is independently selected from the group consisting of H, -C(O)- OR^6 , -C(O)- $N(R^0)_2$, $-S(O)_{t^-}N(R^0)_2$, $-S(O)_{t^-}R^0$, aryl optionally substituted by R^6 , and heteroaryl optionally substituted by R^6 ;

p is 1-5;

each t independently is 1 or 2;

each R^6 is independently selected from the group consisting of halogen, $-CF_3$, $-OCF_3$, $-OR^0$, $-(CH_2)_{1-8}-OR^0$, $-SR^0$, $-(CH_2)_{1-8}-SR^0$, $-SCF_3$, $-R^0$, methylenedioxy, ethylenedioxy, $-NO_2$, -CN, $-(CH_2)_{1-8}-CN$, $-N(R^0)_2$, $-(CH_2)_{1-8}-N(R^0)_2$, $-NR^0C(O)R^0$, $-NR^0(CN)$, $-NR^0C(O)N(R^0)_2$, $-NR^0C(S)N(R^0)_2$, $-NR^0CO_2R^0$, $-NR^0NR^0C(O)R^0$, $-NR^0NR^0C(O)N(R^0)_2$, $-NR^0NR^0CO_2R^0$, $-C(O)C(O)R^0$, $-C(O)CH_2C(O)R^0$, $-(CH_2)_{0-8}CO_2R^0$, $-O-C(O)R^0$, $-C(O)R^0$, $-C(O)N(R^0)N(R^0)_2$, $-C(O)N(R^0)_2$, $-C(O)N(R^0)OH$, $-C(O)N(R^0)SO_2R^0$, $-OC(O)N(R^0)_2$, $-S(O)_1R^0$, $-S(O)_1OR^0$, $-S(O)_1N(R^0)C(O)R^0$, $-S(O)_1N(R^0)OR^0$, $-NR^0SO_2N(R^0)_2$, $-NR^0SO_2R^0$, $-C(-S)N(R^0)_2$, $-C(-NH)-N(R^0)_2$, $-(CH_2)_{1-8}-C(O)R^0$, $-C(-N-OR^0)-N(R^0)_2$, $-O-(CH_2)_{0-8}-SO_2N(R^0)_2$, $-(CH_2)_{1-8}NHC(O)R^0$, and $-SO_2N(R^0)_2$ wherein the two R^0 s on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;

each R^7 is independently selected from the group consisting of halogen, ${}^{-}CF_3$, ${}^{-}R^0$, ${}^{-}OR^0$, ${}^{-}OCF_3$, ${}^{-}(CH_2)_{1-6}{}^{-}OR^0$, ${}^{-}SCF_3$, ${}^{-}(CH_2)_{1-6}{}^{-}SR^0$, aryl optionally substituted by R^6 , methylenedioxy, ethylenedioxy, ${}^{-}NO_2$, ${}^{-}CN$, ${}^{-}(CH_2)_{1-6}{}^{-}CN$, ${}^{-}N(R^0)_2$, ${}^{-}NR^0C(O)R^0$, ${}^{-}NR^0(CN)$, ${}^{-}NR^0C(O)N(R^0)_2$, ${}^{-}N(R^0)C(S)N(R^0)_2$, ${}^{-}NR^0CO_2R^0$, ${}^{-}NR^0NR^0C(O)R^0$, ${}^{-}NR^0NR^0C(O)R(R^0)_2$, ${}^{-}NR^0NR^0CO_2R^0$, ${}^{-}C(O)C(O)R^0$, ${}^{-}C(O)C(O)R^0$, ${}^{-}C(O)C(O)R^0$, ${}^{-}C(O)N(R^0)_2$, ${}^{$

 $-C(O)N(R^0)OH, -OC(O)R^0, -C(O)N(R^0)SO_2R^0, -OC(O)N(R^0)_2, -S(O)_tR^0, -S(O)_t-OR^0, \\ -S(O)_tN(R^0)C(O)R^0, -S(O)_tN(R^0)OR^0, -NR^0SO_2N(R^0)_2, -NR^0SO_2R^0, -C(=S)N(R^0)_2, \\ -C(=NH)-N(R^0)_2, -(CH_2)_{1-6}-C(O)R^0, -C(=N-OR^0)-N(R^0)_2, -O-(CH_2)_{0-6}-SO_2N(R^0)_2, \\ -(CH_2)_{1-6}-NHC(O)R^0, \text{ and } -SO_2N(R^0)_2 \text{ wherein the two } R^0s \text{ on the same nitrogen are optionally taken together to form a 5-8 membered saturated, partially saturated, or aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen, or sulfur;}$

each R^8 is independently selected from the group consisting of R^7 , =0, =S, =N(R^0), and =N(CN);

each R^9 independently is hydrogen, alkyl optionally substituted by one or more R^7 , alkenyl optionally substituted by one or more R^7 , alkynyl optionally substituted by one or more R^8 , heterocyclyl optionally substituted by one or more R^8 , heterocyclyl optionally substituted by one or more R^8 , or aryl optionally substituted by one or more R^6 ; or

-(Y)_m-R³ and R⁹ may combined with the nitrogen atom with which they are attached to form a saturated, partially saturated, or aromatic 5-7 membered monocyclic or 8-10 membered bicyclic ring that optionally contains 1 to 3 additional heteroatoms selected oxygen, phosphorus, sulfur, or nitrogen, wherein said ring may be optionally substituted with one or more R⁸;

R¹⁰ is hydrogen, alkyl optionally substituted by one or more R⁷, alkenyl optionally substituted by one or more R⁷, alkynyl optionally substituted by one or more R⁸, heterocyclyl optionally substituted by one or more R⁸, heterocyclyl optionally substituted by one or more R⁸, or aryl optionally substituted by one or more R⁸:

each R^0 is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, carbocyclylalkyl, aryl, heteroaryl, aralkyl, heteroaralkyl, heterocyclyl, and heterocyclylalkyl, wherein each member of R^0 except H is optionally substituted by one or more R^* , OR^* , $N(R^*)_2$, =O, =S, halogen, CF_3 , NO_2 , CN, $-C(O)R^*$, $-CO_2R^*$, -C(O)-aryl, -C(O)-heteroaryl, -C(O)-aralkyl, $-S(O)_t$ -aryl, $-S(O)_t$ -heteroaryl, $-NR^*SO_2R^*$, $-NR^*C(O)R^*$, $-NR^*C(O)N(R^*)_2$, $-N(R^*)C(S)N(R^*)_2$, $-NR^*CO_2R^*$, $-NR^*NR^*C(O)R^*$, $-NR^*NR^*CO_2R^*$, $-C(O)C(O)R^*$, $-C(O)CH_2C(O)R^*$, $-C(O)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)N(R^*)_2$, $-C(O)N(R^*)_2$, are optionally taken together to form a 5-8 membered saturated, partially saturated or

aromatic ring having additional 0-4 heteroatoms selected from oxygen, phosphorus, nitrogen or sulfur; and

each R* is independently H, alkyl, alkenyl, alkynyl, cycloalkyl, aryl, or heteroaryl.

2. A compound selected from the group consisting of

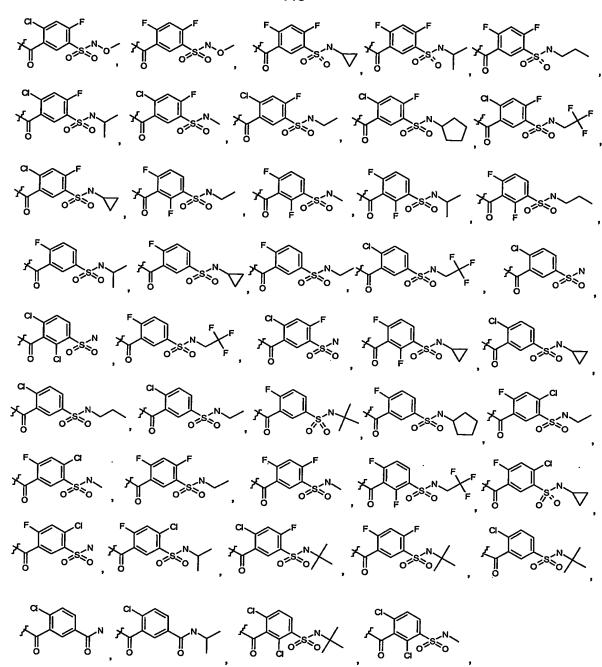
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- 3. The compound of claim 1 wherein R¹⁰ is optionally substituted aryl.
- 4. The compound of claim 3 wherein R¹⁰ is optionally substituted phenyl.

5. The compound of claim 1 wherein R¹ is

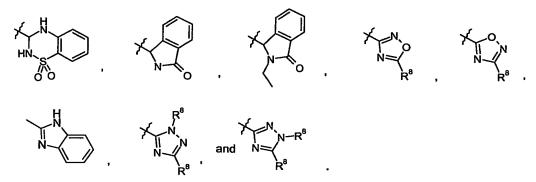
- 6. The compound of claim 5 wherein R⁹ is alkyl.
- 7. The compound of claim 6 wherein R⁹ is methyl.
- 8. The compound of claim 5 wherein $-(Y)_m-R^3$ is

9. The compound of claim 5 wherein $-(Y)_m-R^3$ is



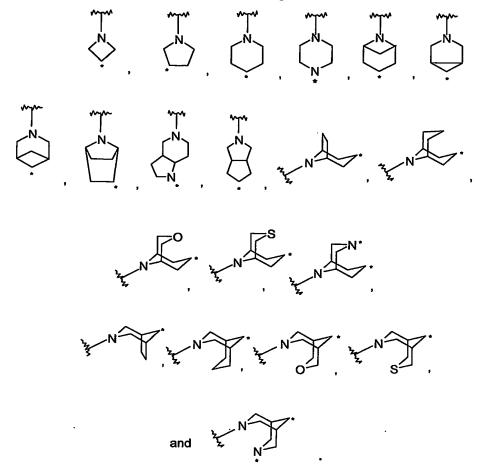
10. The compound of claim 5 wherein $-(Y)_m-R^3$ and $-R^9$ combine with the nitrogen atom to which they are attached to form

11. The compound of claim 1 wherein R¹ is selected from the group consisting of

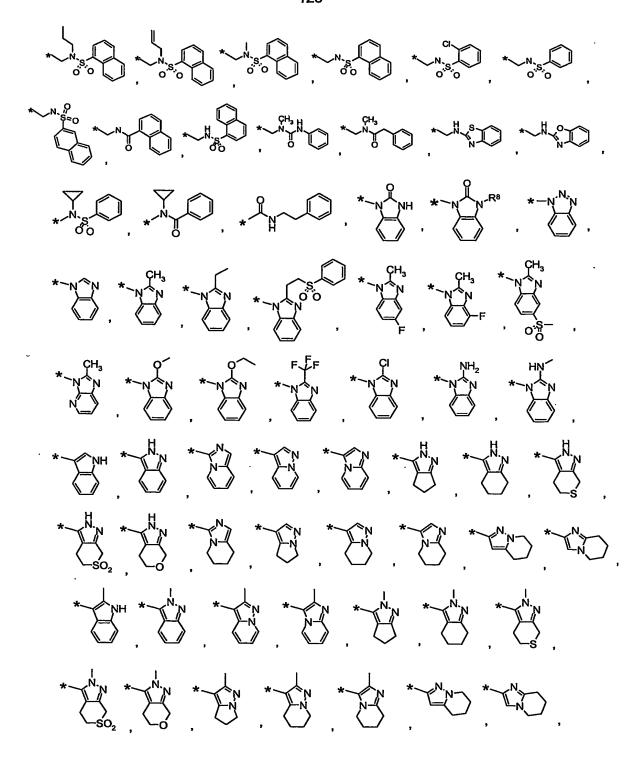


- 12. The compound of claim 1 wherein X is $-(CH_2)$ -, $-(CH_2-CH_2)$ -, or $-(CH_2-CH_2-CH_2)$ -.
- 13. The compound of claim 12 wherein X is optionally substituted by one or more halogen or oxo.
- 14. The compound of claim 12 wherein X optionally has 1-3 heteroatoms selected from oxygen, phosphorus, sulfur, or nitrogen.

15. The compound of claim 1 wherein the A ring is selected from:



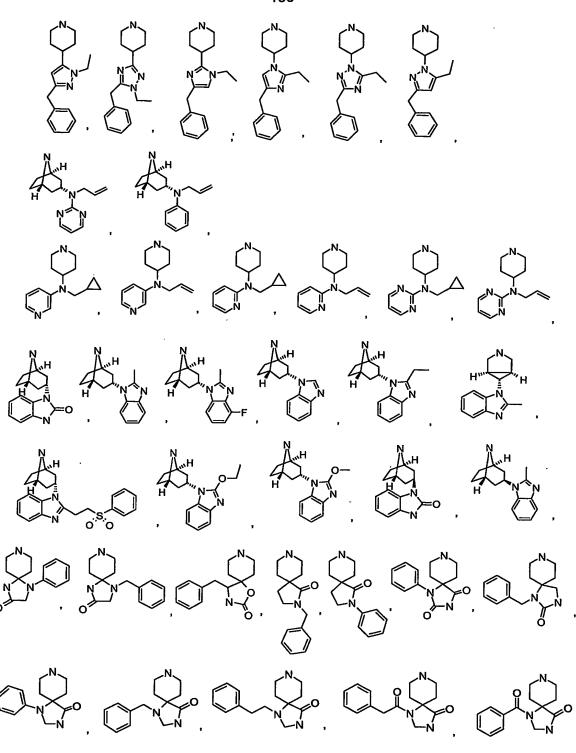
16. The compound of claim 15 wherein each R², with an asterisk indicating a point of substitution from Ring A, independently is selected from:



17. The compound of claim 1 wherein ring A, with two geminal R²s, is selected from:

18. The compound of claim 1 wherein the A ring is tropane or piperidine, either optionally substituted with one or more R².

19. The compound of claim 18 wherein the A ring in combination with ${\sf R}^2$ is



- 20. The compound of claim 1 wherein the A ring contains at least one additional nitrogen atom and said A ring optionally is N-substituted.
- 21. The compound of claim 20 wherein the A ring is N-substituted with $-(CH_2)_a$ - $(V_b$ -R+).
- 22. A method of treatment of a viral infection in a mammal comprising administering to said mammal an antiviral effective amount of a compound according to claims 1-21.
- 23. A method according to claim 22 wherein the viral infection is an HIV infection.
- 24. A method of treatment of a bacterial infection in a mammal comprising administering to said mammal an effective amount of a compound according to claims 1-21.
- 25. A method according to claim 24 wherein the bacterium is Yersinia pestis.

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- 26. A method of treatment of multiple sclerosis, rheumatoid arthritis, autoimmune diabetes, chronic implant rejection, asthma, rheumatoid arthritis, Crohns Disease, inflammatory bowel disease, chronic inflammatory disease, glomerular disease, nephrotoxic serum nephritis, kidney disease, Alzheimer's Disease, autoimmune encephalomyelitis, arterial thrombosis, allergic rhinitis, arteriosclerosis, Sjogren's syndrome (dermatomyositis), systemic lupus erythematosus, graft rejection, cancers with leukocyte infiltration of the skin or organs, infectious disorders including bubonic and pneumonic plague, human papilloma virus infection, prostate cancer, wound healing, amyotrophic lateral sclerosis and immune mediated disorders in a mammal comprising administering to said mammal a pharmceutically effective amount of a compound according to claims 1-21.
- 27. A compound according to claims 1-21 for use in medical therapy.
- 28. Use of a compound according to claims 1-21 in the manufacture of a medicament for the treatment of a viral infection.
- 29. The use according to claim 28 wherein the viral infection is a HIV infection.
- 30. Use of a compound according to claims 1-21 in the manufacture of a medicament for the treatment of a bacterial infection.
- 31. The use according to claim 30 wherein the bacterium is Yersinia pestis.

- 32. Use of a compound according to claims 1-21 in the manufacture of a medicament for the treatment of multiple sclerosis, rheumatoid arthritis, autoimmune diabetes, chronic implant rejection, asthma, rheumatoid arthritis, Crohns Disease, inflammatory bowel disease, chronic inflammatory disease, glomerular disease, nephrotoxic serum nephritis, kidney disease, Alzheimer's Disease, autoimmune encephalomyelitis, arterial thrombosis, allergic rhinitis, arteriosclerosis, Sjogren's syndrome (dermatomyositis), systemic lupus erythematosus, graft rejection, cancers with leukocyte infiltration of the skin or organs, infectious disorders including bubonic and pneumonic plague, human papilloma virus infection, prostate cancer, wound healing, amyotrophic lateral sclerosis and immune mediated disorders.
- 33. A pharmaceutical composition comprising a pharmaceutically effective amount of a compound according to claims 1-21 together with a pharmaceutically acceptable carrier.
- 34. The pharmaceutical composition according to claim 33 in the form of a tablet or capsule.
- 35. The pharmaceutical composition according to claim 33 in the form of a liquid.
- 36. A method of treatment of a viral infection in a mammal comprising administering to said mammal a composition comprising a compound according to claims 1-21 and another therapeutic agent.
- 37. The method according to claim 36, wherein said composition comprises another therapeutic agent selected from the group consisting of (1-alpha, 2-beta, 3-alpha)-9-[2,3-bis(hydroxymethyl)cyclobutyl]guanine [(-)BHCG, SQ-34514, lobucavir], 9-[(2R,3R,4S)-3,4-bis(hydroxymethyl)-2-oxetanosyl]adenine (oxetanocin-G), acyclic nucleosides, acyclovir, valaciclovir, famciclovir, ganciclovir, penciclovir, acyclic nucleoside phosphonates, (S)-1-(3-hydroxy-2-phosphonyl-methoxypropyl)cytosine (HPMPC), [[[2-(6-amino-9H-purin-9-yl)ethoxy]methyl]phosphinylidene] bis(oxymethylene)-2,2-dimethylpropanoic acid (bis-POM PMEA, adefovir dipivoxil), [[(1R)-2-(6-amino-9H-purin-9-yl)-1-methylethoxy]methyl]phosphonic acid (tenofovir), (R)-[[2-(6-Amino-9H-purin-9-yl)-1-

1-methylethoxy]methyl]phosphonic acid bis-(isopropoxycarbonyloxymethyl)ester (bis-POC-PMPA), ribonucleotide reductase inhibitors, 2-acetylpyridine 5-[(2chloroanilino)thiocarbonyl) thiocarbonohydrazone and hydroxyurea, nucleoside reverse transcriptase inhibitors, 3'-azido-3'-deoxythymidine (AZT, zidovudine), 2',3'-dideoxycytidine (ddC, zalcitabine), 2',3'-dideoxyadenosine, 2',3'dideoxyinosine (ddl, didanosine), 2',3'-didehydrothymidine (d4T, stavudine), (-)beta-D-2,6-diaminopurine dioxolane (DAPD), 3'-azido-2',3'-dideoxythymidine-5'-H-phosphophonate (phosphonovir), 2'-deoxy-5-iodo-uridine (idoxuridine), (-)-cis-1-(2-hydroxymethyl)-1,3-oxathiolane 5-yl)-cytosine (lamivudine), cis-1-(2-(hydroxymethyl)-1,3-oxathiolan-5-yl)-5-fluorocytosine (FTC), 3'-deoxy-3'fluorothymidine, 5-chloro-2',3'-dideoxy-3'-fluorouridine, (-)-cis-4-[2-amino-6-(cyclopropylamino)-9H-purin-9-yl]-2-cyclopentene-1-methanol (abacavir), 9-[4hydroxy-2-(hydroxymethyl)but-1-yl]-guanine (H2G), ABT-606 (2HM-H2G) ribavirin, protease inhibitors, indinavir, ritonavir, nelfinavir, amprenavir, saquinavir, fosamprenavir, (R)-N-tert-butyl-3-[(2S,3S)-2-hydroxy-3-N-[(R)-2-N-(isoquinolin-5yloxyacetyl)amino-3-methylthiopropanoyl]amino-4-phenylbutanoyl]-5,5- dimethyl-1,3-thiazolidine-4-carboxamide (KNI-272), 4R-(4alpha,5alpha,6beta)]-1,3-bis[(3aminophenyl)methyl]hexahydro-5,6-dihydroxy-4,7-bis(phenylmethyl)-2H-1,3diazepin-2-one dimethanesulfonate (mozenavir), 3-[1-[3-[2-(5trifluoromethylpyridinyl)-sulfonylamino]phenyl]propyl]-4- hydroxy-6alphaphenethyl-6beta-propyl-5,6-dihydro-2-pyranone (tipranavir), N'-[2(S)-Hydroxy-3(S)-[N-(methoxycarbonyl)-l-tert-leucylamino]-4- phenylbutyl-N alpha-(methoxycarbonyl)-N'-[4-(2-pyridyl)benzyl]-L- tert-leucylhydrazide (BMS-232632), 3-(2(S)-Hydroxy-3(S)-(3-hydroxy-2-methylbenzamido)-4-phenylbutanoyl)-5,5dimethyl-N-(2-methylbenzyl)thiazolidine-4(R)-carboxamide (AG-1776), N-(2(R)hydroxy-1(S)-indanyl)-2(R)-phenyl-methyl-4(S)-hydroxy-5-(1-(1-(4benzo[b]furanylmethyl)-2(S)-N'-(tert-butylcarboxamido)piperazinyl)pentanamide (MK-944A), interferons, α -interferon, renal excretion inhibitors, probenecid, nucleoside transport inhibitors, dipyridamole, pentoxifylline, N-acetylcysteine (NAC), Procysteine, α -trichosanthin, phosphonoformic acid, immunomodulators, interleukin II, thymosin, granulocyte macrophage colony stimulating factors, erythropoetin, soluble CD₄ and genetically engineered derivatives thereof, nonnucleoside reverse transcriptase inhibitors (NNRTIs), nevirapine (BI-RG-587), alpha-((2-acetyl-5-methylphenyl)amino)-2,6-dichloro-benzeneacetamide (loviride), 1-[3-(isopropylamino)-2-pyridyl]-4-[5-(methanesulfonamido)-1H-indol-2-

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ylcarbonyl]piperazine monomethanesulfonate (delavirdine), (10R, 11S, 12S)-12-hydroxy-6, 6, 10, 11-tetramethyl-4-propyl-11,12-dihydro-2H, 6H, 10H-benzo(1, 2-b:3, 4-b':5, 6-b")tripyran-2-one ((+) calanolide A), (4S)-6-Chloro-4-[1E)-cyclopropylethenyl)-3,4- dihydro-4-(trifluoromethyl)-2(1H)-quinazolinone (DPC-083), (S)-6-chloro-4-(cyclopropylethynyl)-1,4-dihydro-4-(trifluoromethyl)-2H-3,1-benzoxazin-2-one (efavirenz, DMP 266), 1-(ethoxymethyl)-5-(1-methylethyl)-6-(phenylmethyl)-2,4(1H,3H)-pyrimidinedione (MKC-442), and 5-(3,5-dichlorophenyl)thio-4-isopropyl-1-(4-pyridyl)methyl-1H-imidazol-2-ylmethyl carbamate (capravirine), glycoprotein 120 antagonists, PRO-2000, PRO-542, 1,4-bis[3-[(2, 4- dichlorophenyl)carbonylamino]-2-oxo-5,8-disodiumsulfanyl]naphthalyl-2, 5-dimethoxyphenyl-1, 4-dihydrazone (FP-21399), cytokine antagonists, reticulose (Product-R), 1,1'-azobis-formamide (ADA), 1,11-(1,4-phenylenebis(methylene))bis-1,4,8,11-tetraazacyclotetradecane octahydrochloride (AMD-3100), integrase inhibitors, and fusion inhibitors.

38. A method of treatment of a viral infection in a mammal comprising administering to said mammal a composition comprising a compound according to claims 1-21 and ritonavir.